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Goodbaby

International

Goodbaby International Holdings Limited

好孩子國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 1086)

DISCLOSURE PURSUANT TO RULE 13.18 OF THE LISTING RULES

This announcement is made by Goodbaby International Holdings Limited (the “**Company**”) pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

To refinance certain existing bank loans, on 8 April 2024, Goodbaby (Hong Kong) Limited (“**GBHK**”), a wholly-owned subsidiary of the Company (as borrower), the Company (as guarantor), one financial institution (as sole global coordinator, mandated lead arranger and bookrunner, facility agent and security agent) and certain financial institutions (as original lenders) (collectively, the “**Finance Parties**”) entered into a facilities agreement (the “**Facilities Agreement**”) in respect of certain term loan facilities consisting of US Dollars facilities in a total amount of US\$160,000,000, with a term of 36 months from the first utilisation date. The total commitment under the Facilities Agreement may be increased by not more than US\$50,000,000 or its equivalent in Euro with the prior written consent of GBHK, by way of accession(s) of additional lender(s). With this refinance, the debt structure of the Company will be optimized and relevant finance cost will be improved.

Under the Facilities Agreement, if Song Zhenghuan (“**Mr. Song**”) (together with his family, including his or his spouse’s family trust) collectively, (a) no longer beneficially owns more than 20% of the issued share capital of the Company; or (b) are no longer the single largest beneficial shareholder of the Company or no longer holds the position of chairperson of the board of directors of the Company, then the Borrower shall:

- (i) immediately notify the facility agent thereof. Forthwith after the occurrence of such event or circumstance, no further utilisation shall be made and all the available facility shall be automatically cancelled in full; and
- (ii) at the request of any lender, prepay that lender’s participation in the loans together with accrued interests thereon and break costs (if any).

If the shares in the Company are beneficially owned by any person mentioned above through one or more corporations (“**Holding Companies**”) controlled by such person(s) (whether acting alone or together), then the entire shareholding of such Holding Companies in the Company shall be taken into account in determining compliance with (a) and (b) above.

As at the date of this announcement, Mr. Song (including his spouse's interest) is indirectly interested in 766,024,427 shares of the Company, representing in aggregate approximately 45.92% of the issued share capital of the Company.

The Company will make continuing disclosure in its subsequent interim and annual reports pursuant to the requirements of Rule 13.21 of the Listing Rules so long as the abovementioned obligations continue to exist.

By order of the Board
Goodbaby International Holdings Limited
Song Zhenghuan
Chairman

Hong Kong, 8 April 2024

As at the date of this announcement, the executive Directors are Mr. SONG Zhenghuan, Mr. LIU Tongyou, Mr. Martin POS and Mr. Michael Nan QU; the non-executive Directors are Ms. FU Jingqiu and Mr. HO Kwok Yin, Eric; and the independent non-executive Directors are Ms. CHIANG Yun, Mr. SHI Xiaoguang, Mr. JIN Peng and Mr. SO Tak Young.